

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



WEICHAI
潍柴动力股份有限公司
WEICHAI POWER CO., LTD.

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2338)

**NOTICE OF EXTRAORDINARY GENERAL MEETING
OF THE HOLDERS OF H SHARES**

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**H Shareholders’ Class Meeting**”) of the holders of H shares (“**H Shares**”) of Weichai Power Co., Ltd. (the “**Company**”) will be held at the Company’s conference room at 26 Minsheng East Street, Weifang, Shandong Province, the People’s Republic of China (the “**PRC**”) on 26 October 2010 at 11:00 a.m. (or, if later, as soon as practicable after the completion of the class meeting of the holders of the A Shares of the Company to be held at 11:00 a.m. at the same date) for the purpose of considering and, if thought fit, approving the matter set out below. Unless the context requires otherwise, terms defined in the circular to the shareholders of the Company (the “**Shareholders**”) dated 9 September 2010 of which this notice forms part (the “**Circular**”) shall have the same meanings when used herein.

AS A SPECIAL RESOLUTION:

1. To consider and, if thought fit, approve the following resolution as a special resolution:

“**THAT** conditional upon: (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting or agreeing to grant the listing of, and permission to deal in, the H Shares (as defined below) to be issued under the Bonus Shares Issue (as defined below); (ii) the approval by and/or filing at the relevant governmental or regulatory authorities of the People’s Republic of China (the “**PRC**”, which, for the purposes of this resolution, excludes the Hong Kong Special Administrative Region (“**Hong Kong**”) and the Macau Special Administrative Region) being obtained and/or completed (to the extent required under the relevant PRC laws, rules and regulations); and (iii) the approval of the Bonus Shares Issue by the extraordinary general meeting of the shareholders of the Company and class meeting of the holders of A Shares (as defined below), respectively:

- (a) the bonus issue of shares of RMB1.00 each in the capital of the Company (“**New Share(s)**”) to the shareholders of the Company whose names appear on the register of holders of H Shares and on the register of holders of A Shares,

respectively, on the record date (“**Record Date**”) to be determined by the board of directors of the Company (“**Board**”) on the basis of ten New Shares for every ten existing shares of the Company held on the Record Date by the conversion of the amount of up to RMB833,045,683 standing to the credit of the capital reserve of the Company and the application of the same in paying up in full at par the New Shares (“**Bonus Shares Issue**”) (and any fractional entitlement to the New Shares will not be issued), be and is hereby approved;

- (b) the Directors be and they are hereby authorised to exclude holders of H Shares (if any) who are residents outside Hong Kong of the PRC, on account of prohibitions or requirements under overseas laws or regulations based on the legal enquiry on the same or for some other reasons which the Board considers to be expedient (as applicable), from being allotted and issued New Shares (such Shares are referred to as “**Excluded Shares**” hereafter); and
- (c) the Directors be and they are hereby authorised to take any and all steps or sign any and all documents as they consider necessary desirable or expedient in connection with the Bonus Shares Issue and the transactions contemplated thereunder including the dealing with any Excluded Shares and any fractional entitlements to the New Shares and the proceeds from the sale thereof in respect of the H Shares which form part of the New Shares.

For the purposes of this resolution, references to “H Share(s)” mean the overseas listed foreign share(s) issued and/or to be issued as a part of the New Shares (as the context may require) in the capital of the Company with a RMB denominated par value of RMB1.00 each and are listed or proposed to be listed (as the case may be) on the main board of the Stock Exchange; and references to “A Share(s)” mean the ordinary share(s) issued and/or to be issued as a part of the New Shares (as the context may require) in the capital of the Company with a RMB denominated par value of RMB1.00 each and are listed or proposed to be listed (as the case may be) on the Shenzhen Stock Exchange.”

- (d) “**THAT** conditional upon the Bonus Shares Issue becoming unconditional, the following consequential amendments to the articles of association of the Company as a result of the Bonus Shares Issue be and are hereby approved, and any Director be and is hereby authorised to modify such amendments as appropriate (such amendments will not be required to be approved by the shareholders of the Company) and to do all such things as necessary in respect of the amendments to the articles of association of the Company pursuant to the results of the Bonus Shares Issue and the requirements (if any) of the relevant authorities of the People’s Republic of China (including but not limited to all applications, filings and registrations with the relevant authorities):
 - (1) In the first paragraph of Article 7 of the Articles of Association, the words “and revised at the first extraordinary general meeting of 2010 held on 26 October 2010,” be added after the words “...revised at the annual general meeting of 2008 held on 19 June 2009,” (*note H*)
 - (2) In the second paragraph of Article 19 of the Articles of Association, the words “...the Company’s total number of ordinary shares in issue is 833,045,683 shares...”

be replaced by the words “...the Company’s total number of ordinary shares in issue is 1,666,091,366 shares...”

- (3) The following paragraph be added to Article 20 of the Articles of Association as the fourth paragraph: “After the implementation of the 2010 bonus shares issue by way of the conversion of the capital reserve, a total of 1,666,091,366 ordinary shares of the Company are in issue, of which holders of A Shares are interested in 1,261,291,366 shares and holders of overseas listed foreign shares are interested in 404,800,000 shares.”

- (4) Article 21 of the Articles of Association. “The share capital of the Company consists of 833,045,683 ordinary shares, of which holders of overseas listed foreign shares are interested in 202,400,000 shares, holders of A Shares are interested in 630,645,683 shares (including 325,600,000 shares held by the promoters).”

be replaced by: “The share capital of the Company consists of 1,666,091,366 ordinary shares, of which holders of overseas listed foreign shares are interested in 404,800,000 shares, holders of A Shares are interested in 1,261,291,366 shares.”

- (5) In Article 24 of the Articles of Association, the words: “the Company’s registered capital is RMB833,045,683, comprising a total of 833,045,683 shares...”

be replaced by the words “the Company’s registered capital is RMB1,666,091,366; comprises of a total of 1,666,091,366 shares...”.” (*note I*)

By Order of the Board of Directors
Weichai Power Co., Ltd.
Cheung Tat Leung, Peter
Company Secretary

Hong Kong, 9 September 2010

Notes:

- (A) The Company will not process registration of transfers of H Shares of the Company from 27 September 2010 to 26 October 2010 (both days inclusive). Holders of H Shares of the Company whose names appear on the register of H Shares of the Company kept at Computershare Hong Kong Investor Services Limited at the end of 24 September 2010 are entitled to attend and vote at the H Shareholders’ Class Meeting following completion of the registration procedures.

To qualify for attendance and voting at the H Shareholders' Class Meeting, documents on transfers of H Shares of the Company, accompanied by the relevant share certificates, must be lodged with the Company's H-Share Registrar and Transfer Office, not later than 4:30 p.m. on 24 September 2010. The address of the Company's H-Share Registrar and Transfer Office is as follows:

Computershare Hong Kong Investor Services Limited
Shops 1712-16, 17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

- (B) Holders of H Shares intending to attend the H Shareholders' Class Meeting should complete and return the reply slip for attending the H Shareholders' Class Meeting personally, by facsimile or by post to the Secretary to the Board of the Company 20 days before the H Shareholders' Class Meeting (i.e. on or before 6 October 2010).

The contact details of the Secretary to the Board of the Company are as follows:

Securities Department
197, Section A, Fu Shou East Street
High Technology Industrial Development Zone
Weifang
Shandong Province
The People's Republic of China
Postal Code: 261061
Telephone No.: 86 (536) 229 7068
Facsimile No.: 86 (536) 819 7073

- (C) Each holder of H Shares of the Company entitled to attend and vote at the H Shareholders' Class Meeting may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the H Shareholders' Class Meeting on its behalf. A proxy need not be a Shareholder of the Company. With respect to any Shareholder who has appointed more than one proxy, the proxy holders may only vote on a poll.
- (D) Holders of H Shares of the Company must use the form of proxy of the Company for appointing a proxy and the appointment must be in writing. The form of proxy must be signed by the relevant Shareholder or by a person duly authorised by the relevant Shareholder in writing (a "**power of attorney**"). If the form of proxy is signed by the person authorised by the relevant Shareholder as aforesaid, the relevant power of attorney and other relevant documents of authorization (if any) must be notarised. If a corporate Shareholder appoints a person other than its legal representative to attend the H Shareholders' Class Meeting on its behalf, the relevant form of proxy must be affixed with the company seal/chop of the corporate Shareholder or duly signed by its director or any other person duly authorised by that corporate Shareholder as required by the Articles of Association.
- (E) To be valid, the form of proxy and the relevant notarised power of attorney (if any) and other relevant documents of authorization (if any) as mentioned in Note (D) above must be delivered to the Company's H-Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited (address: 17M floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the H Shareholders' Class Meeting.
- (F) A Shareholder or his proxy should produce proof of identity when attending the H Shareholders' Class Meeting. If a corporate Shareholder's legal representative or any other person authorised by the board of directors or other governing body of such corporate Shareholder attends the H Shareholders' Class Meeting, such legal representative or other person shall produce his proof of identity, and proof of designation as legal representative and the valid resolution or authorisation document of the board of directors or other governing body of such corporate Shareholder (as the case may be) to prove the identity and authorization of that legal representative or other person.
- (G) The H Shareholders' Class Meeting is expected to last for not more than half a day. Shareholders who attend the H Shareholders' Class Meeting shall bear their own travelling and accommodation expenses.

- (H) The first paragraph of Article 7 of the Articles of Association as amended by the proposed amendments, shall read as follows:

“On 30 June 2003, these Articles were adopted by a special resolution passed at the Company’s general meeting for year 2002. They were revised by a special resolution passed at an extraordinary general meeting of the Company held on 20 October 2003, revised at the Company’s annual general meeting for year 2003 held on 29 June 2004, revised at the Company’s extraordinary general meeting for year 2004 held on 15 December 2004, revised by way of special resolution at the Company’s extraordinary general meeting held on 29 December 2006, revised at the Company’s annual general meeting for year 2006 held on 29 June 2007, revised at the Company’s annual general meeting for year 2007 held on 19 June 2008, revised at the Company’s first extraordinary general meeting of 2008 held on 20 August 2008, revised at the Company’s second extraordinary general meeting of 2008 held on 3 November 2008 and revised at the Company’s first extraordinary general meeting of 2010 held on 26 October 2010. These Articles have come into force upon approval by the company examination and approval authority under the State Council and after completion of the initial public offer of ordinary shares denominated in RMB.”

- (I) Since the Company is a PRC incorporated company and the official articles of association of the Company are in the Chinese language, the above proposed amendments are an unofficial English language translation (the “**English Translation**”) of the official proposed amendments in the Chinese language (the “**Official Amendments**”), which are set out in the Chinese language version of this notice. Accordingly, in the event of any inconsistency between the English Translation and the Official Amendments, the Official Amendments shall prevail.

As at the date of this announcement, the executive Directors of the Company are Mr. Tan Xuguang, Mr. Xu Xinyu, Mr. Sun Shaojun and Mr. Zhang Quan; the non-executive Directors of the Company are Ms. Zhang Fusheng, Mr. Liu Huisheng, Mr. Yao Yu, Mr. Yeung Sai Hong, Mr. Chen Xuejian, Mr. Li San Yim, Mr. Julius G. Kiss, Ms. Han Xiaoqun, Mr. Gu Linsheng, Mr. Li Shihao and Mr. Liu Zheng; and the independent non-executive Directors of the Company are Mr. Zhang Xiaoyu, Mr. Koo Fook Sun, Louis and Mr. Fang Zhongchang.